

This form is issued under Act 265, PA 1964, as amended. The form should be used as a guide to compliance under Section 304 of the Act.

Prospectus Instructions

The following outline indicates, in general, the subjects and extent to which they should be covered in the average prospectus. It must not, however, be constructed as a complete outline for any individual prospectus.

The prospectus is for the purpose of informing prospective purchasers fully of all material facts concerning the security and the issuer and for retention by the purchaser and should be written in story form.

The prospectus is to be used as required by Order of the Office of Financial and Insurance Services (OFIS). No prospectus shall be used unless it has been submitted to OFIS and no prospectus shall be used if OFIS has objected thereto.

IT IS TO BE NOTED THAT THE USE OF THE NAME OF THE OFFICE OF FINANCIAL AND INSURANCE SERVICES, EXCEPT IN THE CONTEXT IN THE DISCLAIMERS NOTED BELOW, MAY BE MADE ONLY UPON WRITTEN APPROVAL BY OFIS.

The FIRST or COVER PAGE should could only the following (unless OFIS requires otherwise):

Name of Issuer
Principal Business Address

Name of Security
Face or Par Value per Unit and Other Description

Offering Table – (containing at least the following information and footnotes)

Number of Units	Price Per Unit	Underwriting Discounts & Commissions Per Unit	Aggregate Gross Proceeds	Aggregate Discounts & Commissions ()	Aggregate Proceeds to Issuer ()

Footnotes () should be added as appropriate. There should be at least one footnote to indicate the amount of estimated expenses of the offering other than underwriting discounts and commissions and that the Aggregate Discounts and Commissions and Aggregate Proceeds to Issuer columns are before any deduction for such expenses of offering other than underwriting discounts and commissions.

Impoundment of Proceeds (A summary paragraph should follow the above table and set out any provisions with respect to impoundment of proceeds)

Disclaimers (The applicable of the following disclaimers should appear)

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE DEPARTMENT OF LABOR & ECONOMIC GROWTH, MICHIGAN OFFICE OF FINANCIAL & INSURANCE SERVICES. THE DEPARTMENT HAS NOT UNDERTAKEN TO PASS UPON THE VALUE OF THESE SECURITIES NOR TO MAKE ANY RECOMMENDATIONS AS TO THEIR PURCHASE.

THE USE OF THE PROSPECTUS IS CONDITIONED UPON ITS CONTAINING ALL MATERIAL FACTS AND THAT ALL STATEMENTS CONTAINED THEREIN ARE TRUE

AND CAN BE SUBSTANTIATED. THE DEPARTMENT HAS NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS.

NO BROKER-DEALER, SALESMAN, AGENT OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS, IN CONNECTION WITH THE OFFERING HEREBY MADE. OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS OR EFFECTIVE LITERATURE.

*THESE SECURITIES ARE OFFERED FOR SALE ONLY IN THE STATE OF MICHIGAN TO BONA FIDE RESIDENTS OF MICHIGAN AND NOT FOR RESALE TO NONRESIDENTS OF MICHIGAN.

*This paragraph is not required where there is a full registration under the Securities Act of 1933 or if there is a filing under exemption under Regulation A of that Act. It is required where the offering is to be INTRASTATE with no filing under the above Act and in addition such other proper steps as may be required to insure the offering is intrastate should be taken.

THIS IS A BEST EFFORTS OFFERING, AND THE ISSUER RESERVES THE RIGHT TO ACCEPT OR REJECT ANY SUBSCRIPTION AND WILL PROMPTLY NOTIFY THE SUBSCRIBER OF ACCEPTANCE OR REJECTION. THERE IS NO ASSURANCE THAT THIS OFFERING WILL ALL BE SOLD. THERE ARE NO ASSURANCES AS TO WHAT SIZE THE ISSUER MAY REACH.

THE ISSUER HAS NOT YET ENGAGED IN BUSINESS. THE SECURITIES OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK. THE OFFERING PRICE HAS BEEN ARBITRARILY SELECTED BY THIS ISSUER. NO MARKET EXISTS FOR THESE SECURITIES AND UNLESS A MARKET IS ESTABLISHED, PURCHASERS MIGHT NOT BE ABLE TO SELL THEM.

THERE IS NO ASSURANCE THAT OUR OPERATIONS WILL BE PROFITABLE OR THAT LOSSES WILL NOT OCCUR.

IT IS NOT THE POLICY OF THE ISSUER TO REDEEM THESE SECURITIES.

ANY REPRESENTATIONS CONTRARY TO ANY OF THE FOREGOING SHOULD BE REPORTED FORTHWITH TO THE OFFICE OF FINANCIAL AND INSURANCE SERVICES at: 611 West Ottawa Street, 3rd Floor, P.O. Box 30701, Lansing, MI 48909-8201, or Telephone (877) 999-6442.

Name(s) of Broker-Dealer(s) – (These should appear just above the Date of the Prospectus)

Date of Prospectus – (This should appear at the bottom of the First Page)

In the REMAINING PAGES of the prospectus, using the following capitalized headings, there should be set out under each heading, in narrative or story form, all pertinent information pertaining to the issuer under that heading, adding any information not requested here in these instructions and omitting any items called for under the heading in the instructions if that item does not apply.

NOTE: Use of the name of the Office of Financial and Insurance Services of the Michigan Department of Labor & Economic Growth, except in the context in the above disclaimers, may be made only upon written approval.

HISTORY AND BUSINESS

State and date of incorporation, if the issuer is a corporation. If issuer is not a corporation, describe the form of organization in detail.

Location of the issuer's principal business office.

Name(s) of the issuer's parent(s), if any, together with the medium(s) through which control is available in each case.

Name(s) of the issuer's parent(s), if any, together with the medium(s) through which control is available in each case and the location of the principal plants of such subsidiaries.

General development of the issuer's business over the past five years.

Detailed character of the business engaged in and to be engaged in by issuer and each of its subsidiaries.

Period of time during which the present type of business has been conducted.

Industries to whom a major portion of the issuer's sales are made and the percent of total sales taken by each.

Seasonal and cyclical characteristics of the business.

Nature of each intangible asset, process, patent, formula, copyright, trademark, etc., owned or leased by the issuer and material to the conduct of its business, regardless of whether or not such assets are set forth on the balance sheet of the issuer. If a value is placed on said asset in the balance sheet state the method of computing same.

Product.

Extent of market.

UNDERWRITING

State whether the securities are to be sold by the president, vice president, secretary or treasurer, or by other individuals, or by dealers.

State whether or not any commission on other remuneration is to be paid.

Where the securities are to be sold by dealers, set out:

Names of all the dealers.

Whether or not the offering is based on a firm commitment as principals or is on an agency basis.

Material provisions of all underwriting or related agreements.

Financial or other interests, if any, that underwriters, dealers, or the issuer have in one another.

TABLE-(Table should be captioned "CAPITALIZATION" and contain at least the following information)

Name of Securities	Amount Authorized by Charter, Declaration of Partnership Agreement or Appropriate Action of Proper Officials of Issuer	Units and Dollar Amount Outstanding as of -----, -----	Units & Dollar Amounts to be Outstanding (After Offering)
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The above table should contain the foregoing information as to each of the securities of the issuer.

Footnotes should be used to set out, if any, the number of shares or dollar amount of securities which the issuer is now or may be in the future committed or required to issue by reason of options, subscriptions, warrants, rights, or conversion privileges, or which the issuer has earmarked for specific use(s). Explain details fully, giving prices, consideration to be paid, the amounts paid to date, length of options, or rights named above, and reason for granting same and to whom granted, etc.

The table and footnotes should then be followed by a description of the various securities of the issuer under captions giving the name of the security and such description should cover the following:

Voting Rights.	Pre-emptive Rights.
Preferences as to assets.	Security.
Preferences as to dividends.	Sinking fund provisions.
Rights to accumulated dividends.	Conversion or exchange rights.
Maturity dates.	Redemption, retirement, or liquidation provision.
Interest rates.	Any other provisions of a material nature.
Dividend rates.	Any future changes.

Where issuer has been incorporated within the last 2 years set out the consideration received for all outstanding common stock, in accordance with the following form:

	Number of Shares	Actual Value	Remarks
Actual Cash			
Notes			
Real Estate			
Plant			
Equipment			
Patents			
Promotion			
Other Intangible Assets			
Commissions			
Salaries			
Dividends			
Stock Subscriptions (unpaid)			
Totals			

NOTE: Prepare a similar schedule of the consideration received for any preferred or other class of outstanding capital stock or any other type of equity security.

TABLE USE OF PROCEEDS – (this table should contain the following information)

	ITEM	DOLLAR AMOUNT
Commissions		
Offering Expenses		
Other Uses		

If the proceeds are to be supplemented by borrowing, the amount of the borrowings and the various items and dollar amounts they will finance should follow the above table. All of the information as to source of borrowings and commitments and nature thereof and the terms of the borrowings should be disclosed and explained.

MANAGEMENT

Names, age, official positions, and residence addresses of all officers, directors, managing members, trustees, executive manager, officials and other executives.

Remuneration including salaries and bonuses paid to the above and any change to be made in such remuneration over the ensuing year.

History of the business experience of the principal officers and other executives.

Describe any outside affiliation of the above, which is or may become a material advantage or detriment to the issuer.

Names of all persons owning of record or beneficially 10% or more of the outstanding stock of any class, or 10% or more of the outstanding stock of all classes together with the number of shares of each class held by each such person.

Facts as to any agreement or proposed agreement or plan of compensation, profit sharing device, bonus, commission, or salary agreement not set forth above.

FINANCIAL DATA

Financial statements complying with the requirements set forth below must be included in the prospectus. Where practicable, the financial statements should be shown in comparative form. The accountant's certificate and all notation necessary to make the financial statements clear, complete and accurate must be included.

Balance Sheet, Profit and Loss Statement, and Analysis of Surplus, as of the close of the last fiscal year or for the last fiscal year, certified by an independent public accountant.

Interim Balance Sheet as of a date within 90 days of submittal of application and Profit and Loss Statement and Analysis of Surplus for the interim period between the close of the last fiscal year and the date of the Balance Sheet.

Profit and Loss Statements and Analysis of Surplus for 2 years prior to the last fiscal year (or for such part thereof during which the company operated).

Statement as to any material changes in the financial condition of the issuer occurring since the date of the latest balance sheet.

MISCELLANEOUS

The following information should also be presented in a suitable manner:

Names and addresses of counsel who have passed on the legality of the issue.

A statement as to any legal actions which to the knowledge of the issuer are being brought or are to be brought against it, and a brief summary with respect thereto; also statement as to any judgments not existing against the issuer.

Indicate the policy of the issuer with respect to frequency and scope of reports and certified statements to be given stockholders, together with date of issuer's fiscal year end.

Any additional information that is pertinent.



Michigan Department of Labor & Economic Growth

The Department of Labor & Economic Growth will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, political beliefs or disability. If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to this agency.

Visit OFIS online at: www.michigan.gov/ofis

Phone OFIS toll-free at: 1-877-999-6442